



## HISPANIC BAR ASSOCIATION OF NEW JERSEY, INC. BY-LAWS

### ARTICLE ONE Name and Purpose

**Section 1.** Name. The name of this corporation shall be HISPANIC BAR ASSOCIATION OF NEW JERSEY, INC. and shall herein after be referred to as the "Association".

**Section 2.** Purpose. The purpose of the Association shall be to serve the public interest by cultivating the art and science of jurisprudence, by promoting reform among Hispanics, by advancing the standing of the legal profession, by preserving high standards of integrity, honor, and professional courtesy among Hispanic lawyers and by cooperating with other Hispanic bar organizations, with other legal organizations and with other Hispanic community, business, civic, charitable and cultural organizations in furtherance of the aforementioned purposes.

**Section 3.** Tax Exempt Status. The Association shall take no action, which would result in the loss of its eligibility for tax exemption under Section 501 (c) (6) of the Internal Revenue Code of 1986 as amended.

### ARTICLE TWO Membership

**Section 1.** Membership. The membership of the Association shall consist of those persons who meet the requirements for membership as provided by these By Laws.

**Section 2.** Standing Membership Classes. There shall be four standing classes of regular membership as follows:

- (a) Full Attorney Member. Any person duly licensed to practice law by The Supreme Court of the State of New Jersey and either regularly practices law in the State of New Jersey or resides in the State of New Jersey shall be eligible for full Attorney Membership in the association. A full attorney member shall be enrolled at either the official address of his New Jersey practice or his New Jersey home address, as the member may request.

- (b) *Associate Attorney Member.* Any person duly licensed to practice law in a state other than the State of New Jersey, or in Puerto Rico, the District of Columbia, or any other territory of the United States shall be eligible for Associate Membership in the Association.
- (c) *Student Associate Member.* Any student enrolled in an accredited school of law, or in a pre-law course of instruction in an accredited college or university in the United States, Puerto Rico, the District of Columbia or any territory of the United States, or any graduate of an accredited school of law who is an applicant for admission to practice in the State of New Jersey, shall be eligible for Associate Membership in the Association.
- (d) *Law Administrator Associate Member.* Any paralegal, legal office manager or librarian, working in a law firm, corporation or government office in New Jersey shall be eligible for Associate membership in the Association.

### **Section 3. Procedure and Privileges of Standing Classes.**

- (a) *Applications.* Applications for membership in a standing class of the Association shall be in such form and manner as prescribed by the Board of Trustees and shall be accompanied by the full amount of the dues prescribed by the Board of Trustees pursuant to these By Laws. Upon a finding by the Board that the applicant meets the eligibility requirements, such applicant shall be enrolled as a member of the appropriate class and shall thereafter be entitled to all the privileges of such membership so long as he or she shall remain in good standing.
- (b) *Meetings and Activities Voting Rights.* A member in good standing shall be entitled to have notice of, to attend and to participate in all meetings and activities of the Association established as membership activities by the Board of Trustees; provided, however, that only full Attorney Members in good standing shall have the right to vote at any membership meeting designated as an Association business meeting by the Board of Trustees, and only all Attorney Members in good standing shall have the right to be nominated for, to stand for election, or to hold elective office in the Association, or to vote in any election mandated by these By Laws.
- (c) *Maintenance of Good Standing.* A member shall be deemed to be in good standing so long as he or she shall continuously meet all eligibility requirements for his or her class of membership and shall have paid all dues and assessments on a current basis.
- (d) *Suspension and Expulsion.* A member may be temporarily suspended from good standing status during such period as he or she may temporarily fail to meet eligibility requirements for membership or become deficient in the payment of Association due or assessments. A member shall be expelled from membership, and lose all standing in the Association upon his or her disbarment from the practice of law, and for other good cause relating to the maintenance of the integrity of the Association. Suspension or expulsion shall only occur upon action of the Board of Trustees and after the member has been given notice and the opportunity to be heard. The Board may

temporarily suspend a member upon its ex parte finding of probable cause to do so, provided that notice be immediately given and a hearing thereon afforded to the member within seven (7) days of such suspension, in default of which the suspension shall be void. A hearing will not be required for a temporary suspension arising from non-payment of dues.

- (e) *Reinstatement.* A member may be reinstated after a period of expulsion upon his application and a finding by the Board of Trustees that the cause of the expulsion has been corrected or eliminated, that the applicant then meets all eligibility requirements for membership, and that reinstatement shall not adversely reflect upon the integrity or reputation of the Association or its members.

**Section 4. Establishment of Further Membership Classes.** The Board of Trustees may establish further classes of honorary or active membership as it may deem appropriate, including classes defined by affiliation with subordinate regional organizations, or national organizations; provided, however, that in no case shall a member, who is a member by virtue of inclusion in any such class alone, have the right to vote or to stand for or hold elective office in the Association.

**Section 5. Membership Dues.** The Board of Trustees shall fix the amount of dues to be paid by members and shall establish such dues, notes and classifications as it, in its sole discretion, may deem necessary and appropriate to fund the activities of the Association. The Board of Trustees shall fix the amount of dues and establish classifications on or before March 15 of each calendar year and, if it shall fail to do so, the schedule of dues and classifications of the preceding year shall remain in effect. The Treasurer shall report to the Board of Trustees the name of any member whose dues for a calendar year have not been paid by July 15 of that year and the Board shall suspend such member from good standing pursuant to these By Laws, and shall thereafter take such action against such member as it may deem to be in the best interests of the Association.

### ARTICLE THREE Association Leadership and Governance

**Section 1. General Responsibilities for Governance.** The Association shall be governed by its elected officers, its Board of Trustees and its membership in accordance with the provisions of the New Jersey Nonprofit Corporation Act and these By Laws. The business activities of the Association on a day-to-day basis shall be conducted by its elected officers according to the duties of their office. The business activities and policies of the Association shall be developed, decided, managed and supervised, except as otherwise required by law or these By Laws, by the Board of Trustees. Major policies and programs of the Association may be determined or changed in accordance with these By Laws by the voting membership, which shall retain all powers reserved to it under the New Jersey Nonprofit Corporation Act and these By Laws.

**Section 2. Officers.** The officers of the Association, who shall be elected by the voting membership, shall be the President, the President-Elect, Vice-President, Recording Secretary, Membership Secretary and the Treasurer. In addition, the President, with the advice and consent of the Board of Trustees, may appoint a general counsel and an auditor, as set forth in Article Four, Section 6 below.

**Section 3.** *Regional Trustees.* There shall be regional trustees elected for each of the voting regions, set forth below. A regional trustee must have a principal place of business or must reside within the region he or she represents, and must be elected solely by the Full Attorney Members who have a principal place of business in such region. Full Attorney Members who do not have a principal place of business in any of the regions below, but reside within any of the regions below may vote at the election for the region where he or she resides. No Full Attorney Member may vote in more than one election for a regional trustee. The following regions are hereby established:

*Region 1 – All of Hudson County*

*Region 2 – All of Essex County*

*Region 3 – All of Bergen, Passaic, Morris, Sussex and Warren Counties*

*Region 4 – All of Union, Middlesex, Somerset and Hunterdon Counties*

*Region 5 – All of Monmouth, Ocean, Mercer and Burlington Counties*

*Region 6 – All of Camden, Atlantic, Cape May, Cumberland, Gloucester and Salem Counties.*

**Section 4.** *Trustee-at-Large.* There shall be three at large trustees elected by the entire voting membership.

**Section 5.** *Board of Trustees.* The Board of Trustees of the Association shall consist of the officers of the Association, the Regional Trustees and the At Large Trustees.

**Section 6.** *Terms of Office.* Each elected officer shall take and hold office for one year commencing on November 1 of each year. The term of office of appointed officers shall be coterminous with the terms of the President who appoints such officers. The term of office for elected trustees and trustees at-large shall be three years. Each office holder shall serve for the stated term and until his or her successor is elected or appointed and qualified. No elected officer or trustee shall be eligible to serve for more than three consecutive terms in the same position.

**Section 7.** *Indemnification.* The Association shall indemnify its corporate officers, trustees and agents to the full extent Permitted by the New Jersey Nonprofit Corporation Act, as amended L. 1989.c.260.

## ARTICLE FOUR

### Duties and Responsibilities of Officers

**Section 1.** *President.* The President shall be the chief executive officer of the Association and shall preside as chairperson over all membership meetings of the Association and all meetings of the Board of Trustees. As chief executive officer, it shall be the President's responsibility to plan and publish an agenda for each meeting of the Board, to supervise and evaluate the performance of all other officers, employees or agents of the Association, to see that all programs and activities of the Association are carried out within the limits of its resources and according to standards prescribed by the Board of Trustees, and to report periodically to the Board of the management of all affairs of the organization.

**Section 2.** *President-Elect.* The President-Elect shall serve on the Board of Trustees during the year preceding the term of officers as President, shall succeed the President upon expiration of the

President's term of office, and shall perform such other duties as the President or Board of Trustees may from time to time direct.

**Section 3. Vice-President.** The Vice-President shall act in the place and stead of the President in the event of the absence, vacancy, or disqualification of the President, and shall perform such duties as the President or Board of Trustees may from time to time direct. The Vice-President shall be responsible, subject to the authority of the Board of Trustees and the President, for all matters pertaining to law students.

**Section 4. Treasurer.** The Treasurer shall collect all dues, assessments and receivables of the Association; shall prepare and maintain all financial records of the Association; shall care for and, upon approval of the Board of Trustees. Disburse all funds of the Association; shall render an annual report and a monthly report of the financial affairs and status of the Association and account for the receipt and disbursement of all monies of the Association; shall coordinate the production of outside annual audits with the Association's accountants; shall prepare and file all tax returns; shall monitor all expenditure according to budgets approved by the Board of Trustees; and shall propose financial and economic policy for the Association.

**Section 5. Recording Secretary.** The Recording Secretary shall prepare, publish, and keep the minutes of all meetings of the Association and meetings of the Board of Trustees, shall certify official copies of such minutes and these By Laws, shall send notices of all meetings to the Board or the membership, and shall perform such other duties as the President or Board of Trustees may from time to time direct.

**Section 6. Membership Secretary.** The Membership Secretary shall maintain, modify and correct the association's general membership list. The Membership Secretary shall present at every Board of Trustees meeting an update of all active members and must have daily access to a computer and be computer literate. The Membership Secretary shall prepare membership dues invoices to all members listed on general membership list and shall be responsible to render a final yearly report indicating a final list of active dues paying members.

**Section 7. Other Executive Officers.** The President, with the advice and consent of the Board of Trustees, may appoint a general counsel, an auditor, committee and committee chairpersons and such other subordinate officers and agents as may be necessary and appropriate to conduct the Association's affairs.

## ARTICLE FIVE Board of Trustees

**Section 1. Meetings.** Regular meetings of the Board of Trustees shall be held no fewer than eight (8) times during the year at such times and places as the Board may determine by adopting an annual calendar of meetings. Special meetings of the Board of Trustees may be called by the President or any three board members upon written notice of at least seven (7) days to all board members and may be held at such time and place as stated in the notice thereof.

**Section 2. Agenda Items and Rules of Order.** The President shall be notified (3) three days prior to any board meeting of any matters that require a Board vote so that such matters may be placed on the agenda. Matters not so noticed to the President may only be raised as items under New Business and upon demand by the President, may only be considered upon a two-thirds vote of those present and voting. The agenda at any special meeting shall be limited to the matters which may be anticipated to be raised based upon the contents of the notice of meeting, unless a motion to change the order of the day be adopted. Robert's Rules of Order (Revised) shall govern the conduct of all meetings of the Board, unless otherwise provided herein.

**Section 3. Quorum.** Fifty-One percent (51%) of the voting Board Members shall constitute a quorum to convene a meeting for the transaction of business. The affirmative vote by a majority of those Board Members present either in person or by telephone or other comparable media at a duly convened meeting shall constitute an act of the Board of Trustees.

**Section 4. Attendance at Board Meetings.** It is the duty of each Board Member to attend the regular and special meetings of the Board of Trustees. Any Board member who accumulates three absences during one year and who duly received notices of such meetings in accordance with these By Laws shall be presumed unable to carry out the duties of office and shall be automatically suspended from office unless the Board determines that any absence was supported by good cause, in which case the Board member shall be reinstated. The Board may remove such member from office after the Board Member has been given notice and the opportunity to be heard. The President shall notify such Board Member of any action taken by the Board under this section.

**Section 5. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a written consent to such action is signed by two-thirds of the members of the Board of Trustees and such written consent if filed with the minutes of the next proceeding of the Board.

**Section 6. Meetings by Telephone.** The Board of Trustees may conduct meetings by telephone conference or similar communications equipment by means of which all Board members participating in the meeting can hear each other at the same time, so long as Board Members are duly notified of such meetings in the manner prescribed by these By Laws. Participation by such means shall constitute presence at such meetings.

## ARTICLE SIX

### Membership Meetings

**Section 1. Meetings.** Two meetings of the membership of the Association shall be held each calendar year. The first general meeting shall be held no later than April 30 and the second general meeting shall be held no later than September 15 of each calendar year. The meetings shall be held at such time and place as a majority of the Board of Trustees shall direct upon written notice of at least 30 days to the membership. Additional regular membership meetings may be scheduled by the Board upon written notice of at least 30 days notice. Special meetings of the membership of the Association may be held at such time and place as the President, or a majority of the Board of Trustees, shall direct by written notice of at least 30 days to the membership. "Written Notice" under this Section shall mean notice in writing to a member in good standing, as defined in Article Two (Membership).

**Section 2.** *Agenda Items and Rules of Order.* The President shall be notified fourteen (14) days prior to any regular membership meeting of any matters that require a membership vote so that such matters may be placed on the agenda. Matters not so noticed to the President may only be raised as items under New Business and may only be considered upon a two-thirds vote of those present and voting. The agenda at any special meeting shall be limited to the matters which may be reasonably anticipated to be raised based upon the contents of the notice of meeting, unless a motion to change the order of the day be adopted. Robert's Rules of Order (Revised) shall govern the conduct of all meetings of the membership, unless otherwise provided herein.

**Section 3.** *Quorum.* At all meetings of the membership for which notice has been given in accordance with this Article, the members eligible to vote who are present in person shall constitute a quorum for the transaction of business.

**Section 4.** *Voting.* At all meetings of the membership of the Association, only Full Attorney Members in good standing who are present shall be eligible to vote. Voting by proxy shall not be permitted.

## ARTICLE SEVEN

### Elections

**Section 1.** *Nominations and Eligibility.* The Membership Secretary shall mail to each member in good standing a written notice of the positions to be filled by election during the current election year. Nominations for all positions shall be made and received at the second general meeting. Each person nominated at the second general meeting shall have been a Full Attorney member in good standing of the Association for the full year immediately preceding the nomination. After such nomination, each candidate nominated shall have a right to address the membership at the meeting. Each candidate shall also upon request be given the opportunity to utilize the Association's official membership list for the purpose of mailing campaign literature at the candidate's sole expense. The Election Committee shall not include any member seeking election to the Board.

**Section 2.** *Notice of Election and Ballots.* Not later than ten (10) days after the second general meeting, the Secretary Chairperson of the election committee shall send an election ballot containing the names of the members nominated at the second general meeting in a form as prescribed by the Board of Trustees to all of the Full Attorney Members in good standing. Said ballot must be received by U.S. mail to the current HBA/NJ P.O. Box no later than October 15, 2001. Voting by proxy or power of attorney shall not be allowed and is hereby specifically prohibited. In the conduct of election procedures, the Chairperson of the Election Committee shall develop and maintain adequate measures to preclude ballot improprieties.

**Section 3.** *Election Results.* The Election Committee shall be responsible to receive, validate and count all ballots, to record and report on the results of said balloting, and to preserve the counted ballot, worksheets and all similar election materials for a period of (6) six months after the date of the election. All election results shall be reported to the Board on or before October 20. Candidates receiving the plurality of eligible votes cast shall be declared elected. In the event of a tie, the Board of Trustees shall choose one of the candidates by a written majority of all of the Board Members.

**Section 4.** Vacancies in Office. In the event of a vacancy of any office, other than President, an acting successor shall be appointed from among the membership by the President, and shall serve until the position can be filled, for the unexpired term, at a regular election. In the case of the President, the Vice-President shall serve as Acting President until a successor shall be elected at the next election. No special election shall be held to fill a vacancy in office.

## ARTICLE EIGHT

### Committees

**Section 1.** Committees and Other Representatives. The President may appoint such committees as may be necessary to carry out the purposes of the Association or assist the Board in the orderly management of the affairs of the Association or assist the Board in the orderly management of the affairs of the Association, consistent with these By Laws. The President shall have the sole power to appoint all representatives or delegates to act on behalf of the Association in connection with activities conducted by other bar associations or organizations.

**Section 2.** Appointment to Committee. The President shall appoint members of all committees and designate a Committee Chairperson, specify committee rules and set deadlines for a Committee report, with the exception of the standing committees referred to in Article Eight, Section Three. Each committee may select from its members a committee secretary and such other officers as are deemed desirable. Each committee shall make a written annual report to the Association which report shall be filed with the President at least thirty (30) days before the first general meeting.

**Section 3.** Standing Committees.

- (a) Newsletter / Internet Committee. The Committee is responsible for obtaining articles and announcements of the HBA/NJ for subsequent publication in the HBA/NJ newsletter, and for posting on the web site. Said newsletter shall be published at least two (2) times per year. The Committee shall also be responsible for maintaining and updating the web site.
- (b) Judicial Appointments Committee. The Committee shall notify the general membership of all available vacancies within the state and federal judiciary, and the Executive branch of government. The Committee shall also conduct outreach and interviewing of all potential candidates for said positions in an effort to determine whether they shall receive the endorsement of the HBA/NJ. The Committee shall also be responsible for maintaining a resume bank of all candidates who have solicited the endorsement of the HBA/NJ.
- (c) Annual Banquet Committee. The Committee shall organize and coordinate an annual banquet. The Chairperson of the Committee shall present a plan of action to the Board of Trustees at the first general meeting. Said plan shall include the logistics regarding the publication of a banquet journal, sources of fund-raising and programming.

Each Standing Committee shall have one Chairperson and Vice-Chairperson. The President of the Association who implements the new structure regarding Standing Committees, must initially appoint the Chairpersons, 1<sup>st</sup> Vice-Chairperson, 2<sup>nd</sup> Vice-Chairperson. At the beginning of each year, the Chairperson of each committee shall step down and the 1<sup>st</sup> Chairperson, 2<sup>nd</sup> Chairperson, Vice-Chairperson shall advance a position. Incoming President must appoint a new 4<sup>th</sup> Vice-Chairperson. (The main idea for this structure is to ensure that each committee has stability and experience in the overall functioning of the committee).

**Section 4. Terms, Removal; Vacancies.** Members of the committees shall serve as committee members at the pleasure of the President. The members of the Standing Committee shall serve as committee members at the pleasure of the trustees and may be removed at any time with or without cause by majority of the Board of Trustees.

**Section 5. Action by Consent.** Any action required or permitted to be taken at any meeting of any committee appointed by the President may be taken without a meeting if a written consent to such action is signed by all members of the committee and such written consent if filed with the minutes of its proceedings.

**Section 6. Meetings by Telephone.** The committees may participate in a meeting by means of a telephone conference call or similar communications equipment by means of which all members participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence at such meetings.

## ARTICLE NINE By Laws Amendments

**Amendments by Members.** Amendments to these By Laws may be made at any duly noticed membership meeting, but shall require an affirmative vote of two-thirds of the Full Attorney Members in good standing present. No amendment shall be considered unless a copy of the proposed amendment shall have been delivered to the Board of Trustees and notice of; the intention to offer such amendment including the substance of the amendment shall have been mailed by the Secretary to all Full Attorney Members in good standing at least thirty (30) days in advance of the meeting.

## ARTICLE TEN Transition Provision

These By Laws shall become effective as of September 1, 2001, and notwithstanding such effective date and Article Six, Section 1, a general membership meeting shall take place not later than September 15, 2001 to conduct the nominations under Article Seven, Section 1. Mail ballots under Article Seven, Section 2, shall be mailed on or before September 25, 2001 and shall be returned postmarked no later than October 15, 2001. Election results shall be reported to the Board on or before November 1, 2001.

Adopted September 1, 2001